

EXHIBIT A

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	Re docket no. _____
)	Hearing Agenda item no. _____

ORDER DISALLOWING CERTAIN ENVIRONMENTAL CLAIMS (SUBSTANTIVE)

Upon consideration of the *Thirty-Second Omnibus Objection to Certain Environmental Claims (Substantive Objection)* (the “32nd Omnibus Objection” or “Objection”); it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Objection having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

¹ The Reorganized Debtors comprise the following entities: W. R. Grace & Co., W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC, Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc., Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. and Water Street Corporation.

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the 32nd Omnibus Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos*

1. The Objection is granted in its entirety.
2. The Environmental Claims set forth in Exhibit I hereto are disallowed in their entirety.
3. The relief granted in this Order shall not affect the Reorganized Debtors' continuing obligations under contracts assumed pursuant to Plan Art. 9.1.1 or any orders pursuant to which the Reorganized Debtors may have continuing obligations.
4. The Reorganized Debtors are authorized to take all actions that may be necessary to reflect the disallowance of the Environmental Claims, including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect such disallowance.
5. Notice of the Objection as provided therein shall be deemed good and sufficient notice thereof, and the requirements of Fed. R. Bankr. P. 3007(a) and the local rules of the Court are satisfied by such notice.
6. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to implementation of this Order.
7. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge

PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010 [Docket No. 26368] (as it may be amended or supplemented, the "Plan").

EXHIBIT I

Environmental Claims

OMNIBUS 32 : EXHIBIT 1 – NO LIABILITY CLAIMS

Creditor Name/ Address	Claim Number	Case Number	Case Name	Total Claim Dollars*/ Claim Class**	Basis of Objection
1 HAMPSHIRE CHEMICAL CORP C/O DILWORTH PAXSON LLP ANNE MARIE P KELLEY ESQ LIBERTYVIEW-STE 700 457 HADDONFIELD RDPO BOX 2570 CHERRY HILL, NJ 08034	13934	01-01140	W.R. GRACE & CO.-CONN.	\$6,500,000.00 (U) UNLIQUIDATED	Debtors' records show no amount owed
2 WEATHERFORD INTERNATIONAL INC 2000 ST JAMES PLACE HOUSTON, TX 77056	1719	01-01139	W.R. GRACE & CO.	\$351,758.00 (U) UNLIQUIDATED	Debtors' records show no amount owed
Totals:				\$6,851,758.00 (U)	

The classification of the claims set forth herein is the classification asserted on the filed proof of claim. The Debtors include such classification for the purpose of identifying the claim to which the objection applies. The inclusion of the classification shall not constitute an acknowledgement by the Debtors that such classification is correct or appropriate.

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) Administrative (S) Secured (P) Priority (U) Unsecured